

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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|                        |   |   |
|------------------------|---|---|
| SUSAN PINSKY,          | : | ECF   |
|                        | : |   |
| Plaintiff,             | : | 07 Civ. 3328 (CM) (HP)  |
| - against -            | : |   |
| JP MORGAN CHASE & CO., | : | <b>AFFIDAVIT OF ELISABETH M.<br/>WELLS IN SUPPORT OF<br/>DEFENDANT'S MOTION<br/><u>FOR SUMMARY JUDGMENT</u></b> |
| Defendant.             | : |   |

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STATE OF NEW YORK )  
                      )  
                      ) SS.:  
COUNTY OF NEW YORK )

ELISABETH M. WELLS, being duly sworn, deposes and says:

1. I am an Assistant General Counsel in the Office of the Secretary within the JPMorgan Chase Legal and Compliance Department. My duties in this position include responsibility for the JPMorgan Chase & Co. Code of Conduct.
2. I am familiar, based on personal knowledge, information and belief, and/or the records of the Defendant, with the facts and circumstances hereinafter set forth. I make this affidavit in support of Defendant's motion for summary judgment pursuant to Fed. R. Civ. P. 56(b).
3. The JPMorgan Chase Code of Conduct requires that employees pre-clear "any outside activity for which you will be paid, including a second job" and "whether or not you will be paid, any affiliation with another business as a director, officer, advisory board member, general partner, owner, consultant, holder of 5% or more of the business' voting equity interests, or in any similar position." The Office of the Secretary maintains a record of outside activities

for which JPMorgan Chase employees have received pre-clearance. At the request of Frederic Lieberman, I reviewed the records of the Office of the Secretary to determine whether Susan Pinsky, Employee GID U474707, during her employment with JPMorgan Chase, ever received pre-clearance either to perform services for, hold any position with, or invest in, Tri-State Biodiesel, LLC.

4. According to the record maintained by the Office of the Secretary, Pinsky never received any pre-clearance from the Office of the Secretary regarding her performance of services for, or positions with, Tri-State Biodiesel, LLC.

5. According to the record maintained by the Office of the Secretary, Pinsky never received any pre-clearance from the Office of the Secretary regarding her equity interests in Tri-State Biodiesel, LLC.

Elisabeth M. Wells

ELISABETH M. WELLS

Sworn to before me this  
26th day of March, 2008

Denise G. Connors  
Notary Public

DENISE G. CONNORS  
NOTARY PUBLIC, STATE OF NEW YORK  
#01CO4961973 QUALIFIED IN NASSAU COUNTY  
CERTIFICATE FILED IN NEW YORK COUNTY  
MY COMMISSION EXPIRES FEB. 12 2010